

OBJECTIONS DUE: September 26, 2006
AT: 11:00 a.m.

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Debtors and Debtors-in-Possession
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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re:	:	
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DELPHI CORPORATION <i>et al.</i> ,	:	Chapter 11
	:	Case No. 05-44481 (RDD)
	:	(Jointly Administered)
	:	
Debtors.	:	
-----X	:	

**NOTICE OF PRESENTMENT OF
STIPULATION AND ORDER AMONG THE
DEBTORS, BANK OF AMERICA, N.A. AND THE
OFFICIAL COMMITTEE OF UNSECURED CREDITORS**

PLEASE TAKE NOTICE that Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, the debtors and debtors in possession in the above-captioned cases (collectively, the "Debtors"), by their conflicts counsel, Togut, Segal & Segal LLP, will present a proposed Stipulation and Order Among the Debtors, Bank of America, N.A. and the Official Committee of Unsecured Creditors (the "Stipulation and Order:)", a true and complete copy of which is annexed hereto, to the Honorable

Robert D. Drain, United States Bankruptcy Judge, in his Chambers, Room 632 of the United States Bankruptcy Court for the Southern District of New York, One Bowling Green, New York, New York 10004, on September 26, 2006 at 12:00 noon.

PLEASE TAKE FURTHER NOTICE that objections, if any, to the proposed Stipulation and Order must (a) be in writing, (b) conform to the Federal Rules of Bankruptcy Procedure, the Local Bankruptcy Rules for the Southern District of New York, and the Order Under 11 U.S.C. §§ 102(1) and 105 and Fed. R. Bankr. P. 2002(m), 9006, 9007, and 9014 Establishing (I) Omnibus Hearing Dates, (II) Certain Notice, Case Management, and Administrative Procedures, and (III) Scheduling An Initial Case Conference In Accordance With Local Bankr. R. 1007-2(e) (the "Case Management Order") (Docket No. 245), (c) be filed with the Bankruptcy Court in accordance with General Order M-242, as amended - registered users of the Bankruptcy Court's case filing system must file electronically, and all other parties-in-interest must file on a 3.5 inch disk (preferably in Portable Document Format (PDF), WordPerfect, or any other Windows-based word processing format), (d) be submitted in hard-copy form directly to the chambers of the Honorable Robert D. Drain, United States Bankruptcy Judge, and (e) and be served upon: (i) Delphi Corporation, 5725 Delphi Drive, Troy, Michigan 48098 (Attn: General Counsel); (ii) counsel to the Debtors, Skadden, Arps, Slate, Meagher & Flom LLP, 333 West Wacker Drive, Suite 2100, Chicago, Illinois 60606 (Attn: John Wm. Butler, Jr.); (iii) conflicts counsel for the Debtors, Togut, Segal & Segal LLP, One Penn Plaza, New York, New York 10119 (Attn: Neil Berger, Esq.); (iv) counsel for the agent under the Debtors' prepetition credit facility, Simpson Thacher & Bartlett LLP, 425 Lexington Avenue, New York, New York 10017 (Attn: Kenneth S. Ziman, Esq.); (v) counsel for the agent under the postpetition credit facility, Davis Polk & Wardwell, 450 Lexington Avenue, New York, New York 10017 (Attn: Robert H. Trust, Esq.);

(vi) counsel for Bank of America, N.A., Barnes & Thornburg LLP, 300 Ottawa Avenue, NW, Suite 500, Grand Rapids, Michigan 49503 (Attn: Patrick E. Mears, Esq.); (vii) conflicts counsel for the Official Committee of Unsecured Creditors, WarnerStevens LLP, 301 Commerce Street, Suite 1700, Fort Worth, Texas 76102 (Attn: Jeffrey A. Resler, Esq.); and (viii) the Office of the United States Trustee for the Southern District of New York, 33 Whitehall Street, Suite 2100, New York, New York 10004 (Attn: Alicia M. Leonhard, Esq.), in each case so as to be **received** no later than **11:00 a.m. (prevailing Eastern Time) on September 26, 2006** (the "Objection Deadline").

PLEASE TAKE FURTHER NOTICE that only those timely-written objections made in accordance herewith, and timely filed and received by the Objection Deadline will be considered by the Bankruptcy Court, and that if no objections to the Order are timely filed and served the Bankruptcy Court may approve the proposed Stipulation.

Dated: New York, New York
September 13, 2006

TOGUT, SEGAL & SEGAL LLP
Conflicts Counsel for Delphi Corporation, *et al.*,
Debtors and Debtors-in-Possession
By:

/s/Neil Berger
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